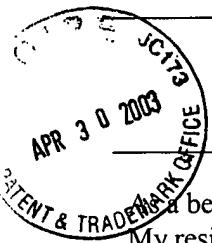


COMBINED DECLARATION AND POWER OF ATTORNEY
(FOR PATENT APPLICATION)

below named inventor, I hereby declare that:

My residence, post office address and citizenship are as stated below, next to my name.

I believe that I am an original, first and joint inventor of the subject matter that is claimed, and for which a patent is sought on the invention entitled:

**Chimeric Expression Promoters Originating From Commelina Yellow Mottle Virus and Cassava
Vein Mosaic Virus**

(check one) is attached hereto.

was filed on September 26, 2001 as

Application Serial No.: 09/963,803

And was amended on , if applicable

I hereby state that I have reviewed and understand the contents of the above-identified specification, including the claims, as amended by any amendment referred to above.

I do now know and do not believe that the invention was ever patented or described in any printed publication in any country before my or our invention thereof or more than one year prior to this application.

I do not know and do not believe that the invention was in public use or on sale in the United States of America more than one year prior to this application.

I acknowledge the duty to disclose information, which is material to the patentability of this application in accordance with Title 37 CFR § 1.56(a).

I hereby claim foreign priority benefits under 35 U.S.C. § 119 of any foreign application(s) for patent or inventor's certificate listed below and have also identified below any foreign application for patent or inventor's certificate having a filing date before that of the application on which priority is claimed:

Prior Foreign Application(s)	Date Filed	Priority Claimed
FR99/03925 Number	France Country	29 March 1999 [X] Yes [] No
Number	Country	[] Yes [] No

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TECH CENTER 1600/2900

I hereby claim the benefit under 35 U.S.C. § 119(e) of any United States provisional application(s) listed below:

<u>Application Number</u>	<u>Filing Date</u>
---------------------------	--------------------

1.

I hereby claim the benefit under 35 U.S.C. § 120 of any United States application(s), or § 365(c) of any PCT international application designating the United States, listed below and, insofar as the subject matter of each of the claims of this application is not disclosed in the prior United States or PCT international application in the manner provided by the first paragraph of 35 U.S.C. § 112, I acknowledge the duty to disclose information which is material to patentability as defined in 37 CFR § 1.56 which became available between the filing date of the prior application and the national or PCT international filing date of this application.

<u>Application Number</u>	<u>Filing Date</u>	<u>Status - patented, pending, abandoned</u>
1. PCT/IB00/00370	5 October 2000	Pending

POWER OF ATTORNEY

I hereby appoint the following practitioner(s) to prosecute this application and transact all business in the Patent and Trademark Office connected therewith.

APPOINTED PRACTITIONER(S)	REGISTRATION NUMBER(S)
Kathleen M. Williams	34,380
Richard B. Smith	34,020
Paula Campbell Evans	32,503
Anthony Miele	34,393
Barbara Gyure	34,614
Joyce C. Hersh	42,890
David Dykeman	46,678
Mark J. FitzGerald	45,928
Elizabeth Neuman Spar	45,123
Matthew M. Beaudet	50,649
Michael P. Doyle	49,052
David Rucando	P52,184
Sundar Subramanyam	P53,651

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Kathleen M. Williams
Customer No.: 29933
Palmer & Dodge, LLP
111 Huntington Avenue
Boston, MA 02199-7613

Direct all telephone calls to **Kathleen M. Williams** at (617) 239-0100

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code, and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

First Named Inventor:

Inventor's Signature

Name: Iann Rance

Residence: 7 rue Des Condamines

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Citizenship: French

Date: 03 - 24 - 2003

Second Named Inventor:

Inventor's Signature

Name: Veronique Gruber

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63540 Romagnat
FRANCE

Citizenship: French

Date: 03.24.2003

Third Named Inventor:



Date:

3/24/02

Inventor's Signature

Name: Manfred Theisen

Residence: 1, rue des Roseraies
F-63400 Chamalieres
FRANCE

Citizenship:

CC

ASSIGNMENT

In consideration of One Dollar (\$1.00) and other good and valuable considerations in hand paid, the receipt and sufficiency whereof are hereby acknowledged, the undersigned hereby assign to: MERISTEM THERAPEUTICS, a corporation of France, having a principal place of business at 8 RUE DES Freres Lumiere, 63100 Clermont Ferrand, France, its successors and assigns, the entire right, title and interest in the invention or improvements of the undersigned disclosed in an application for Letters Patent of the United States, entitled:

Chimeric Expression Promoters Originating From Commelina Yellow Mottle Virus and Cassava Vein Mosaic Virus

and identified as:

U.S. SERIAL NO.: 09/963,803

and in said application and any and all other applications, both United States and foreign, which the undersigned may file, either solely or jointly with others, on said invention or improvements, and in any and all Letters Patent of the United States and foreign countries, which may be obtained on any of said applications, and in any reissue or extension of such patents, and further assigns to said assignee the priority right provided by the International Convention.

The undersigned hereby authorize and request the Commissioner of Patents and Trademarks to issue said Letters Patent to said assignee.

The undersigned warrant themselves to be the owners of the entire right, title and interest in said invention or improvements and to have the right to make this assignment, and further warrant that there are no outstanding prior assignments, licenses, or other encumbrances on the interest herein assigned.

For said considerations the undersigned hereby agree, upon the request and at the expense of said assignee, its successors and assigns, to execute any and all divisional, continuation and substitute applications for said invention or improvements, and any necessary oath, affidavit or declaration relating thereto, and any application for the reissue or extension of any Letters Patent that may be granted upon said application and any and all applications and other documents for Letters Patent in foreign countries on said invention or improvements, that said assignee, its successors or assigns may deem necessary or expedient, and for the said considerations the undersigned authorize said assignee to apply for patents for said invention or improvements in its own name in such countries where such procedure is proper and further agree, upon the request of said assignees, its successors and assigns, to cooperate to the best of the ability of the undersigned with said assignee, its successors and assigns, in any proceedings or transactions involving such applications or patents, including the preparation and execution of preliminary

statements, giving and producing evidence, and performing any and all other acts necessary to obtain, maintain and enforce said Letters Patent, both United States and foreign, and vest all rights therein hereby conveyed in the assignees, its successors and assigns, whereby said Letters Patent will be held and enjoyed by the said assignees, its successors and assigns, to the full end of the term for which said Letters Patent will be granted, as fully and entirely as the same would have been held and enjoyed by the undersigned if this assignment had not been made.

Date: 01 - III 2002

Veronique Gruber
Name of Inventor: Iann Rance

Address of Inventor: 54, rue Proudhon, F-63000 IR
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IX

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Veronique Gruber

Date: 01 - 03. 2002

Name of Inventor: Veronique Gruber

Address of Inventor: Residence Le Parc, 74
6 Avenue Jean, Moulin, M
F-63540 Romagnat, FRANCE

RESIDENCE DU PARC
6, AVENUE JEAN MOULIN
63540 ROMAGNAT
FRANCE

COPY

ASSIGNMENT

In consideration of One Dollar (\$1.00) and other good and valuable considerations in hand paid, the receipt and sufficiency whereof are hereby acknowledged, the undersigned hereby assign to: MERISTEM THERAPEUTICS, a corporation of France, having a principal place of business at 8 RUE DES Freres Lumiere, 63100 Clermont Ferrand, France, its successors and assigns, the entire right, title and interest in the invention or improvements of the undersigned disclosed in an application for Letters Patent of the United States, entitled:

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and identified as:

U.S. SERIAL NO.: 09/963,803; Filed: September 26, 2001

and in said application and any and all other applications, both United States and foreign, which the undersigned may file, either solely or jointly with others, on said invention or improvements, and in any and all Letters Patent of the United States and foreign countries, which may be obtained on any of said applications, and in any reissue or extension of such patents, and further assigns to said assignee the priority right provided by the International Convention.

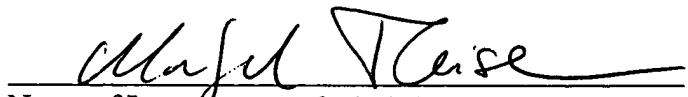
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For said considerations the undersigned hereby agree, upon the request and at the expense of said assignee, its successors and assigns, to execute any and all divisional, continuation and substitute applications for said invention or improvements, and any necessary oath, affidavit or declaration relating thereto, and any application for the reissue or extension of any Letters Patent that may be granted upon said application and any and all applications and other documents for Letters Patent in foreign countries on said invention or improvements, that said assignee, its successors or assigns may deem necessary or expedient, and for the said considerations the undersigned authorize said assignee to apply for patents for said invention or improvements in its own name in such countries where such procedure is proper and further agree, upon the request of said assignees, its successors and assigns, to cooperate to the best of the ability of the undersigned with said assignee, its successors and assigns, in any proceedings or transactions involving such applications or patents, including the preparation and execution of preliminary statements, giving and producing evidence, and performing any and all other acts necessary to

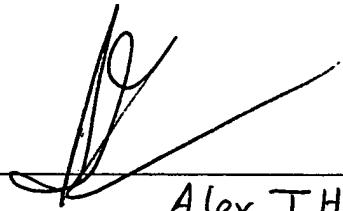
obtain, maintain and enforce said Letters Patent, both United States and foreign, and vest all rights therein hereby conveyed in the assignees, its successors and assigns, whereby said Letters Patent will be held and enjoyed by the said assignees, its successors and assigns, to the full end of the term for which said Letters Patent will be granted, as fully and entirely as the same would have been held and enjoyed by the undersigned if this assignment had not been made.

Date: 3/24/03



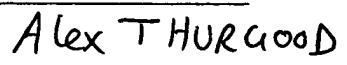
Name of Inventor: Manfred Theisen

Address of Inventor: 1, rue des Roseraies,
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Date: 24/03/2003

Name of Witness:
Address of Witness:


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